

CHICAGO AND



TRANSPORTATION COMPANY

JOAN A. SCHRAMM  
J.S. EDWARDS  
FRANCES L. TURNER  
ASSISTANT SECRETARIES

DIRECT DIAL NUMBER  
312/454-6535

July 28, 1981

RECORDATION NO. *7288-A*  
FILE 1455

File No. A-8769

JUL 31 1981 10 45 AM  
INTERSTATE COMMERCE COMMISSION

1-212A105

JUL 29 1981

10.00

Washingt. D. C.

Ms. Agatha Mergenovich, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Ms. Mergenovich:

Pursuant to Section 11303 (formerly 20c) of the Interstate Commerce Act, as amended, enclosed for recordation are Counterparts of Release and Bill of Sale dated as of July 16, 1981 for equipment under Conditional Sale Agreement dated December 27, 1973 between North Western Leasing Company and Chicago and North Western Transportation Company and Agreement and Assignment dated as of December 27, 1973 between North Western Leasing Company and Continental Illinois National Bank and Trust Company of Chicago which was assigned Recordation No. 7288.

Enclosed is our check in the amount of \$10.00 to cover your recording fee. Please retain one Counterpart for your files and return the remaining Counterparts each showing your recordation data.

This is a Final Release!

Sincerely,

J. S. Edwards  
Assistant Secretary

JSE/baf  
Encl.

cc: R. D. Smith  
G. R. Charles - A-190  
R. R. DeWitt  
D. E. Stockham  
R. F. Guenther

RECEIVED  
JUL 31 10 36 AM '81

JUL 31 1981 - 10 45 AM

INTERSTATE COMMERCE COMMISSION

RELEASE AND BILL OF SALE

WHEREAS, under the terms of CONDITIONAL SALE AGREEMENT dated as of December 27, 1973, between NORTH WESTERN LEASING COMPANY, a Delaware corporation (hereinafter called "Seller") and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (hereinafter called "Railroad"), Seller agreed to sell and Railroad agreed to buy certain miscellaneous equipment and nineteen (19) 50-ton steel box cars described on Schedule A attached to the Agreement, (hereinafter referred to as "Equipment"); and

WHEREAS, under the terms of AGREEMENT AND ASSIGNMENT dated as of December 27, 1973, between Seller and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO (hereinafter referred to as "Assignee"), Seller assigned and transferred all right, title and interest under the aforesaid Conditional Sale Agreement and all right, title and interest to said Equipment to Assignee; and

WHEREAS, Assignee has received from Railroad full payment of all indebtedness in respect to the purchase price of the Equipment due under said Conditional Sale Agreement and Agreement and Assignment and the conditions and obligations of Railroad with respect to the Equipment have been satisfied in full;

NOW, THEREFORE, Assignee, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by Railroad, the receipt whereof is hereby acknowledged, DOES HEREBY SELL, ASSIGN, CONVEY, TRANSFER AND SET OVER TO CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, the Equipment, TO HAVE AND TO HOLD the Equipment unto CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, its successors and assigns forever, free and clear of all liens, encumbrances and security interests created by or arising under the aforementioned Conditional Sale Agreement and Agreement and Assignment.

Assignee does hereby covenant that it has not done anything whereby the Equipment hereby conveyed is or may be in any manner encumbered or charged; that the Equipment is free and clear of all liens and encumbrances of every kind and nature whatsoever created by Assignee or arising out of any act, obligation or liability on its part. The Assignee hereby authorizes removal from the Equipment of any and all ownership plates and other markings of Assignee.

IN WITNESS WHEREOF, CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO has caused this instrument to be executed in its corporate name by one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by one of its Banking Officers, this 16th day of July, A.D. 1981.

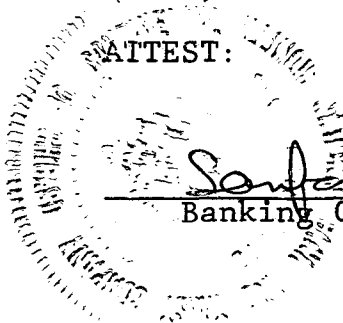
CONTINENTAL ILLINOIS NATIONAL BANK  
AND TRUST COMPANY OF CHICAGO

By

*[Signature]*  
Vice President

(Seal)

ATTEST:



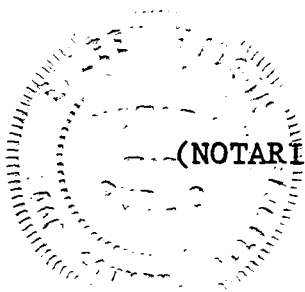
*[Signature]*  
Banking Officer

STATE OF ILLINOIS    )  
                              ) SS  
COUNTY OF COOK        )

On this <sup>16<sup>th</sup></sup>~~14<sup>th</sup>~~ day of July 1981, before  
me personally appeared Peter D. Horne and  
Sengard S. Wax to me personally known, who,  
being by me duly sworn, says that they are, respectively, a  
Vice President and a Banking Officer of CONTINENTAL ILLINOIS  
NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a corporation,  
that the seal affixed to the foregoing instrument is the  
corporate seal of said corporation; that said instrument  
was signed and sealed on behalf of said corporation by  
authority of its Board of Directors, and they acknowledged  
that the execution of the foregoing instrument was the free  
act and deed of said corporation.

Eileen Hudson  
Notary Public

My Commission Expires 10-11-82



(NOTARIAL SEAL)